

Related Parties Transaction: RPT

Plan B Media Public Company Limited

Created on August 15, 2022

Plan B Media Public Company Limited ("the Company") recognizes the importance of conducting business with transparency and considering the benefits of all stakeholders. During the 6th Board of Directors meeting held on August 15, 2022, the Company has established policies and regulations governing interconnected transactions to ensure that such transactions between the Company and its subsidiaries are conducted transparently and provide maximum benefits to the Company, its subsidiaries, and all stakeholders involved.

1. Objectives

The objectives of this policy are to comply with Notification of the Capital Market Supervisory Board No.21/2008 regarding the criteria for interconnected transactions and the Stock Exchange of Thailand's regulations and announcements on information disclosure and practices of listed companies in interconnected transactions in 2003. The Company deems it necessary to establish policies and regulations for interconnected transactions between the Company and its subsidiaries to ensure clarity in the transaction process. This includes accurate and transparent disclosure of information in compliance with the relevant laws and regulations.

2. Definitions

- "Decision to enter into a transaction" means an entering into or a decision to enter into any contract or agreement, whether direct or indirect, in order to cause an acquisition or disposition of assets and/or rights to acquire or dispose of assets, leasing or renting asset, an offer or a receipt of service, and offer or a receipt of financial assistance and an issuance of new securities, including to create rights or waiver of such right to do the same.
- "General Trading Terms and Conditions" refers to trading terms and conditions that are fair and reasonable, without creating a disproportionate benefit.

This includes trading terms and conditions that possess the following characteristics:

- (1) Prices and conditions offered by the Company or its subsidiaries to the general public.
- (2) Prices and conditions provided by related parties to the general public.
- (3) Prices and conditions demonstrated by the Company as consistent with the prices and conditions offered by other businesses in a similar nature to the general public.

“Connected transaction” means any transaction between a listed company or a subsidiary company and the listed company’s connected persons, or any transaction between a subsidiary company and its connected persons.

“Normal Business Activities” refers to the regular commercial activities conducted by the Company or its subsidiaries as part of their business operations.

“Supporting Business Activities” refers to commercial activities that are similar in nature to the normal business activities of the Company or its subsidiaries and are conducted to support their normal business operations.

“Connected person” refers to individuals who may create conflicts of interest for the directors or executives of the Company in making decisions regarding whether to prioritize the interests of that individual or the maximum benefits of the Company.

This includes:

- (1) Directors, executives, major shareholders, controlling persons of the Company, individuals proposed to be directors or executives, or individuals with controlling

power, including related persons and close relatives of such individuals.

(2) Any legal entity with major shareholders or controlling persons as individuals under (1).

(3) Individuals whose behavior indicates that they act on behalf of or under the influence of (1) and (2).

(4) Directors of a legal entity that has control over the Company's operations.

(5) Spouses, children, or legitimate adopted children who have not reached the legal age of directors under (4).

(6) Legal entities that are controlled by individuals under (4) or (5) who have control over the Company's operations.

(7) Individuals who act with the understanding or agreement that if the Company conducts transactions that provide financial benefits to such individuals, they will receive financial benefits.

a) a director of the Company

b) an executive of the Company

c) a person with controlling power over the company's business

d) a director of the person with controlling power over the Company's business

e) the spouse, a minor child or adopted child of the person under a) to d)

“Executive”

means Chairman of the Executive Board and Group Chief Executive Officer, a person holding a position of the first four executive positions after the Chairman of

the Executive Board and Group Chief Executive downward, or a person holding a position equivalent to the position of every person holding the first four executive positions, including persons holding accounting or finance executive positions at the level of department head upward or equivalent.

“Major shareholder”

means a person holding shares directly or indirectly in any juristic person in excess of 10 percent of the total shares with voting rights of the juristic person. The shareholding includes the shares held by related persons and close relatives.

“Related person”

refers to related individuals

(1) the spouse

(2) a minor child

(3) an ordinary partnership of which such person or a person under (1) or (2) being a partner

(4) an ordinary partnership of which such person or a person under (1) or (2) being a partner with an unlimited liability or being a partner with a limited liability, holding shares in excess of 30 percent of the total number of shares of the limited partnership

(5) a limited company or public company limited in which such person or person under (1) or (2), or a partnership under (3) or (4), holds shares combined in excess of 30 percent of the total shares sold of the company

(6) a limited company or public company limited in which such person or person under (1) or (2), a partnership under (3) or (4) or a company under (5), holds



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“Person with controlling power”

shares combined in excess of 30 percent of the total shares sold of the company

(7) a juristic person with a person under Section 246 and Section 247 being able to exercise management power in the capacity of a representative of the juristic person means a person with controlling power over business

(1) holding shares with voting rights in a juristic person in excess of 50 percent of the total votes of the juristic person

(2) having controlling power over the majority of the votes of the shareholders’ meeting of the juristic person, either directly or indirectly, or for any other reason

(3) having controlling power over the appointment or removal of up to one half of the total number of directors, either directly or indirectly

“Close relative”

means a person with a relationship by blood or by registration, i.e., father, mother, spouse, sibling, and child, including the child’s spouse.

3. Types of connected transactions

Category	Description	Examples
1. Normal business transaction	It refers to commercial transactions that are routinely conducted by a company or its subsidiaries to support their general business operations.	Purchase of advertising media, leasing of non-residential advertising space, provision of non-residential advertising services.
2. Supporting normal business transaction	It encompasses transactions conducted to support normal business activities with general trading terms.	Contracts for management outsourcing, contracts for cargo transportation services, provision of technical support.

Category	Description	Examples
3. Transaction regarding rental or lease of immovable property of not exceeding 3 years	It includes leasing or renting real estate properties with contract durations not exceeding 3 years, without explicitly demonstrating general trading terms.	Rental of office space, leasing of buildings or land for advertising purposes.
4. Transaction relating to assets or service	It involves the acquisition or sale of assets, rights, or services.	Sale of buildings, sale of leasehold rights, sponsorships received, investment purchases, machinery purchases.
5. Transaction regarding offer or receipt of financial assistance	It pertains to financial assistance or support.	Provision of loans, acting as guarantor, borrowing money, payment of fees related to the use of personal credit facilities of related individuals, payment of fees to related individuals who act as guarantors for loans.

4. Calculation and Value of Transaction Size

4.1 Calculation of Transaction Size

- (1) For asset or service transactions, use the maximum value of compensation, accounting value, or market value.
- (2) For financial assistance transactions, use the principal and interest to be calculated throughout the loan period or the value guaranteed for potential losses if the related party fails to repay.
- (3) For financial support transactions, use the compensation or benefits to be paid to the related party throughout the financial support period.

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(4) For the sale of investments to subsidiaries or joint ventures, use the value of compensation to be received, combined with loan amounts (principal and interest) and any guarantees or other liabilities that the company or its subsidiaries must assume.

4.2 Value of Transaction Size

Transaction Size	Select the higher value between:	
Small	$X \leq \text{THB } 1 \text{ million}$	$X \leq 0.03\% \text{NTA}$
Medium	$\text{THB } 1 \text{ million} < X < \text{THB } 20 \text{ million}$	$0.03\% \text{NTA} < X < 3\% \text{NTA}$
Large	$X \geq \text{THB } 20 \text{ million}$	$X \geq 3\% \text{NTA}$

Note: NTA (Net Tangible Asset) = Total Assets - Intangible Assets - Liabilities - Non-controlling Interest (if any)

5. Operational Process for Each Type of Transaction

Category	Authority to Process		
	Small	Medium	Large
1. Normal Business Transactions or 2. Transactions Supporting Normal Business Operations with General Trading Terms	The management department has the authority to approve these transactions based on their appropriateness and the maximum benefit to the company and its subsidiaries. In the case of medium and large-scale transactions, if the Board of Directors requests, the management department must provide details of the transaction without delay for presentation at the Board of Directors' meeting.		
For both types of transactions that do not have general trading terms	Approval by the management department	Approval and disclosure of details to the securities market by the Board of Directors	Approval by the shareholders
Leasing or Renting Real Estate Properties for a Duration of up to Three Years	Approval by the management department	Approval and disclosure of details to the securities market by the management department	Approval and disclosure of details to the securities market by the Board of Directors.

Category	Authority to Process		
	Small	Medium	Large
Transactions Related to Assets or Services	Approval by the management department	Approval and disclosure of details to the securities market by the Board of Directors	Approval by the shareholders
Financial Assistance Transactions			
For financial assistance provided to related individuals or legal entities where the related individuals hold more shares than the company	Approval by the Board of Directors (if the value is less than THB 100 million or 3% of NTA, whichever is lower)		Approval by the shareholders (if the value is less than THB 100 million or 3% of NTA, whichever is lower)
For financial assistance provided to legal entities where the company holds more shares than related individuals	Approval by the management department	Approval and disclosure of details to the securities market by the Board of Directors	Approval by the shareholders

In the case where related individuals are government entities or legal entities established by government agencies or legal entities established with specific laws, exempted from the requirement to seek approval for transactions at shareholder meetings if already approved by the Board of Directors.

For any related transactions, approval must be sought from the Board of Directors. The transaction must be reviewed by the Audit Committee to ensure the appropriateness of the transaction. The Audit Committee must ensure that the transaction meets the deadlines and conditions in accordance with market standards and the value of the transaction has been assessed and compared to market values. In cases where market values cannot be compared, the Audit Committee must carefully consider



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whether the value is reasonable and ensure that the transaction benefits the company and stakeholders to the maximum extent possible.

In cases of related transactions, approval must be sought at shareholder meetings. The transaction must receive approval from the shareholder meeting with at least 3 out of 4 votes from attending shareholders who have voting rights, excluding shareholders with vested interests. In such cases, the request for approval from shareholders must be accompanied by an opinion from an independent financial advisor (IFA) to provide insights on the transaction.

6. Exempted Transactions not Subject to Related Party Transaction Criteria

6.1 Loans granted according to the employee provident fund regulations.

6.2 Transactions where the counterparty is a subsidiary of the Company and the Company holds at least 90% of the shares.

6.3 Transactions with legal entities where the Company or its subsidiaries have appointed individuals to oversee and control the said legal entities.

6.4 Transactions that have been proven to be fair and not causing conflicts of interest.

7. Disclosure

In the case of transactions that require approval from the Board of Directors and/or transactions that require disclosure of details to the relevant securities market participants, the following disclosure requirements must be met:

7.1 Date of occurrence and counterparties of the transaction.

7.2 Description of the nature of the assets, services, financial assistance, or investments involved, including the name and type of business, business profile, financial status, and performance results, as well as the names of major shareholders and directors.

7.3 Value of the transaction, payment terms, interest rates, installment payments, and collateral (if any).

7.4 Related parties' names and their relationship nature.

7.5 Nature and scope of the related party's interests in the transaction.



Licensed Rights Holder

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7.6 Sources of funds used for asset acquisitions and financial assistance, and sufficiency of working capital. In the case of loans, any conditions that may affect the rights of shareholders should be specified, such as limitations on profit sharing.

Effective August,10 2022

- *Pol.Gen Somchai Vanichsenee* -

Pol.Gen Somchai Vanichsenee

Chairman of the Board of Directors

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